Form (2)

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Sr. No. 7179-J
Dated 8.7.2014

Permit No. 739/2014 Date 6th July 2014

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MR. BYUNGSOON SHIN

(b) Citizenship KOREAN

(c) Address APT # 303 - 2501 JAMSIL PARKRIO, JAMSIL 4 - DONG, SONGPA - GU, SEOUL, REPUBLIC OF KOREA

(d) Name and Address of Principle Organization KM HEALTHCARE CORP. 144, DONGGUREUNG - RO 395 BEON - GIL, GURI - SI, GYEONGGI - DO, REPUBLIC OF KOREA.

(e) Place of Incorporation REPUBLIC OF KOREA

(f) Type of Investment Business MANUFACTURING OF DISPOSABLE OPERATION THEATRE USE PRODUCTS SUCH AS GOWN, DRAPE, CAP, MASK, SHOE COVER & SMOCK ON CMP BASIS

(g) Place(s) at which investment is permitted PLOT NO. 35, SPECIAL ZONE 3, NYAUNG INN VILLAGE, INDUSTRIAL AREA, BAGO TOWNSHIP, BAGO REGION

(h) Amount of Foreign Capital US $ 8.386 MILLION

(i) Period for Foreign Capital Brought in WITHIN ONE YEAR FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US $ 8.386 MILLION

(k) Construction period TWO YEARS

(l) Validity of investment Permit 50 YEARS

(m) Form of investment WHOLLY FOREIGN OWNED INVESTMENT

(n) Name of Company incorporated in Myanmar KM HEALTHCARE MYANMAR CO., LTD.

Chairman
The Myanmar Investment Commission

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၈-၇-၂၀၁၄

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၄၃၉/၂၀၁၄ ၂၀၁၄ ခုနှစ်၊ ဇူလိုင်လ ၈ ရက်

ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေ ပုဒ်မ ၁၃ ပုဒ်မခွဲ(ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည် MR. BYUNGSOON SHIN

(ခ) နိုင်ငံသား KOREAN

(ဂ) နေရပ်လိပ်စာ APT # 303 - 2501 JAMSIL PARKRIO, JAMSIL 4 - DONG, SONGPA - GU, SEOUL , REPUBLIC OF KOREA.

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ KM HEALTHCARE CORP. 144, DONGGUREUNG - RO 395 BEON - GIL, GURI - SI, GYEONGGI - DO, REPUBLIC OF KOREA.

(င) ဖွဲ့စည်းရာအရပ် REPUBLIC OF KOREA

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား CMP စနစ်ဖြင့် ခွဲစိတ်ခန်းတွင် အသုံးပြုသည့် တစ်ခါသုံး ဂတ်ရုံ၊ ခေါင်းအုပ်၊ နှာခေါင်းအုပ်၊ မျက်နှာဖုံး၊ ဖိနပ်ဖုံး၊ မိန်းမဂတ် ဂတ်ရုံ စသည့် ပစ္စည်းများ ထုတ်လုပ်ခြင်း လုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) မြေကွက်အမှတ် ၃၅၊ အထူးဇုန် ၃၊ ညောင်အင်းကျေးရွာ၊ ပြည်ပစက်မှုနယ်မြေ၊ ပဲခူးမြို့နယ်၊ ပဲခူးတိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း ပမာဏ အမေရိကန်ဒေါ်လာ ၈.၃၈၆ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ခွင့်ပြုမိန့်ရရှိသည့်နေ့မှ (၁)နှစ် အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၈.၃၈၆ သန်း နှင့် ညီမျှသော မြန်မာကျပ်ငွေ

(ဋ) တည်ဆောက်မှုကာလ ၂ နှစ်

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၅၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ရာခိုင်နှုန်းပြည့်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် KM HEALTHCARE MYANMAR CO., LTD.

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
Building No.(32), Nay Pyi Taw

Our ref :DICA-1/FI-963/2014 (7119-J)
Date : 8th July 2014

Tel: 067- 406334,406075
Fax: 95-67-406333

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Manufacturing of disposable operation theatre use products such as Gown, Drape, Cap, Mask, Shoe Cover & Smock on CMP Basis" under the name of "KM Healthcare Myanmar Co., Ltd."**

Reference: KM Healthcare Myanmar Co., Ltd. Letter dated (17-2-2014)

1. The Myanmar Investment Commission, at its meeting (15/2014) held on (31-5-2014) had approved the proposal for investment in "Manufacturing of disposable operation theatre use products such as Gown, Drape, Cap, Mask, Shoe Cover & Smock on CMP Basis" under the name of "KM Healthcare Myanmar Co., Ltd." submitted by KM Healthcare Corp.(99%) and Mr. Byungsoon Shin (1%) from Republic of Korea as a wholly foreign owned investment.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13 (b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be initial 50 (fifty) years and extendable for 10 (ten) years 2 (two) times period. The lease Agreement for land shall be 50 (fifty) years and extendable for 10 (ten) years 2 (two) times commencing from the date of signing of the Lease Agreement for by mutual agreement between the Bago Regional Government and KM Healthcare Myanmar Co., Ltd.

4. The annual rent for the land shall be calculated at the rate of US$ 2.00 per square meter per year for the first 10 years, at the rate of US$ 2.50 per square meter per year for the second 10 years and at the rate of US$ 3.00 per square meter per year for the third 30 years of the land measuring 18,575.09 square meter (4.59 acres). The rate of rent shall be revised in view of prevailing land lease rates after 30 (thirty) years the price shall be revised according the mutual agreement between two parties.

5. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per Chapter XII, section 27(a), (h), (i) and (k) of the Foreign Investment

Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(h), exemption or relief from custom duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;

(c) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

6. KM Healthcare Myanmar Co., Ltd. shall have to sign the Land lease Agreement with the Bago Regional Government the Republic of the Union of Myanmar. After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

7. KM Healthcare Myanmar Co., Ltd. in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

8. KM Healthcare Myanmar Co., Ltd. shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit" it shall become null and void.

9. KM Healthcare Myanmar Co., Ltd. has to abide by Chapter X, Rule58 and 59 of the Foreign Investment Rules for construction period.

10. As per Chapter X, Rule 61 of the Foreign Investment Rules extension for the construction period shall not be allowed more than twice except it is due to unavoidable

events such as natural disasters, instability, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

11. As per Chapter X, Rule 63 of the Foreign Investment Rules, if the KM Healthcare Myanmar Co., Ltd. cannot construct completely in time during the construction period or extension period, the Commission will have to terminate the permit issued to the investor and there is no refund for the expenses of the project.

12. The commercial date of operation shall be reported to the Commission.

13. KM Healthcare Myanmar Co., Ltd. shall endeavour to meet the targets for production and export stated in the proposal as the minimum target.

14. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal in accordance with Chapter XI, section 24 and section 25 of the Foreign Investment Law and KM Healthcare Myanmar Co., Ltd. has to follow the existing Labour Laws for the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

15. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rule 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2 (i) of the Foreign Investment Law, other than foreign currency.

16. KM Healthcare Myanmar Co., Ltd. brings in foreign capital defined under Chapter I, section 2 (i) of the Foreign Investment Law, other than foreign currency in the manner stated in paragraph 15 (b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

17. KM Healthcare Myanmar Co., Ltd. has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 and for transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the State and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule145 of the Foreign Investment Rules.

18. KM Healthcare Myanmar Co., Ltd. shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

19. KM Healthcare Myanmar Co., Ltd. shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted, and to perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

20. KM Healthcare Myanmar Co., Ltd. shall contribute 1% of the annual net profit for Corporate Social Responsibility (CSR) activities in Myanmar.

21. After getting permit from Myanmar Investment Commission, KM Healthcare Myanmar Co., Ltd. shall have to be registered at the Directorate of Industrial Supervision and Inspection.

22. KM Healthcare Myanmar Co., Ltd. shall have to abide by the Fire Services Department's rules, regulation, directives and instructions. Moreover, fire prevention measures shall have to undertake such as water storage tank, fire extinguishers and provide training to use the fire fighting equipment and also to appoint the fire safety officer.

23. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc., shall be made from export earning (CMP charges) of KM Healthcare Myanmar Co., Ltd.

24. KM Healthcare Myanmar Co., Ltd. in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

(Zay Yar Aung)
Chairman

KM Healthcare Myanmar Co., Ltd.

cc:
1. Office of the Union Government of the Republic of the Union of Myanmar
2. Office of the Bago Region Government
3. Ministry of National Planning and Economic Development
4. Ministry of Finance
5. Ministry of Commerce
6. Ministry of Industry
7. Ministry of Foreign Affairs
8. Ministry of Home Affairs
9. Ministry of Immigration and Population
10. Ministry of Labour, Employment and Social Security
11. Ministry of Environmental Conservation and Forestry
12. Ministry of Electric Power
13. Director General, Directorate of Investment and Company Administration
14. Director General, Directorate of Human Settlement and Housing Development
15. Chairman, CMP Enterprise Supervision Committee
16. Director General, Directorate of Industrial Supervision and Inspection

(1) Terechem Food (Myanmar) Limited. (738/2014)

(2). Eni Myanmar B.V and Myanmar Petroleum Exploration and Production Co., Ltd. (762/2014)

(3). Eni Myanmar B.V and Myanmar Petroleum Exploration and Production Company Limited. (763/2014)

(4). PTTEP South Asia LTD., Palang Sophon Offshore Pte. Limited and Win Precious Resources Pte. Ltd (764/2014)

(5). Myanmar Alcober Ltd. (773/2014)

Permit & Decision ဖြည့်ပေးခြင်း (27.8.2014)

(1) DG - [signature] 27.8.14

(2) DDG - [signature]

(3) ကြီးကြပ် - [signature]

(4) ဦးစီး ၃ - [signature] 27.8.2014

(5) ကြမ္မာ - Win 27.8.14